

**Orefinders Resources Inc.**  
**Management Discussion and Analysis**  
**For the Years Ended October 31, 2018 and 2017**

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Orefinders Resources Inc. ("Orefinders", the "Corporation", or the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the year ended October 31, 2018. This MD&A has been prepared as at February 25, 2019 unless otherwise indicated. This MD&A should be read in conjunction with the annual Financial Statements ("Financial Statements") and related notes for the years ended October 31, 2018 and 2017, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars unless otherwise indicated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about Orefinders is available at [www.sedar.com](http://www.sedar.com).

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on July 26, 2011 under the name Orefinders Resources Inc. On January 5, 2018, the Company acquired 100% of the outstanding common shares and warrants of Premet Inc., a private company. On May 30, 2018, the Orefinders and Premet amalgamated and continued under the name of Orefinders Resources Inc.

On February 1, 2018, the Company became the sole shareholder of PowerOre Inc. On May 31 2018, as a result of a Plan of Arrangement (see details later in this Discussion) and a financing, the Company lost control of PowerOre. The financial information includes the accounts for PowerOre from February 1, 2018 through to May 31, 2018 at which time a disposal of subsidiary was recorded.

The Company also completed a Plan of Arrangement with PowerOre Inc. See details later in this discussion.

The Company's head office and principal business address is Suite 2500, 120 Adelaide Street West, Toronto, Ontario M5H 1T1. Additional information relevant to the activities of the Company, including press releases has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") – [www.sedar.com](http://www.sedar.com). The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange, symbol ORX-V.

*The technical information contained in this Management Discussion and Analysis has been reviewed and approved by Charles Beaudry, P.Geo, Director and Vice President Exploration for Orefinders who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects."*

**MANAGEMENT'S RESPONSIBILITIES FOR FINANCIAL REPORTING AND CONTROLS**

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards appropriate in the circumstances and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of these Financial Statements are the responsibility of management. In addition, management is responsible for ensuring that the information contained in the MD&A is consistent where appropriate, with the information contained in the Financial Statements.

In support of this responsibility, the Company maintains internal and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are properly accounted for and adequately safeguarded. The Financial Statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the Financial Statements are presented fairly in all material respects.

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The Board is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its audit committee. The members of the audit committee are appointed by the Board and have sufficient financial expertise to assume this role with the Company.

**OVERVIEW**

Orefinders Resources Inc. is focused on gold exploration in the Abitibi region of Ontario. It owns several promising gold projects: the Mirado project near Kirkland Lake, the Knight project in the Shining Tree District and in August 2018, acquired the McGarry Project near Virginiatown, Ontario. These assets include several historic shafts, two ramps and head frames with hoists on the Tyrenite and McGarry properties along with several standing buildings. Moreover, the Mirado project has a Technical report with a Current Mineral Resource and a Preliminary Economic Analysis. Both districts have an established track record for the discovery and development of economic gold deposits in a mining-friendly jurisdiction.

**The Mirado Property**

The Mirado property, located in the Abitibi Gold District, is located 35 km southeast of the gold mining town of Kirkland Lake located in north-eastern Ontario. The original Mirado property was optioned from Jubilee and consists of 12 patented claims covering 176.6 hectares and located in McElroy and Catharine Townships. Surrounding the core patented claims, Orefinders has optioned and/or staked 31 additional contiguous claims and 9 patents covering approximately 2,497 hectares and nearly 10 km of prospective strike length along the major fault that parallels the Skead Group volcanic contact. This includes Orefinders 100% owned MZ property which forms the western extension of the Mirado Project.

The Mirado property was originally staked in 1915. Historical surface exploration and underground mining during the period from 1915 till 1987 resulted in the completion of over 40,000 m of drilling in 442 surface and underground drill holes. A shaft was sunk to 540 feet (165 m) on the North Zone with levels established on the 125', 250', 375' and 500' (38, 76, 114, and 152 m, respectively) elevations along with 12,000 feet (3,658 m) of drifting and crosscutting, 720 feet (220 m) of raising and 1,723 feet (525 m) of stope development by the end of 1948. Further surface and underground exploration and development occurred during the period from 1981-1987, including overburden stripping, development of a ramp, bulk sampling from a small open pit, and stockpiling of mined material currently located adjacent to access roads on the property. Previous operators were mainly focused on near surface bonanza grade gold mineralization, and as a result, all of the historical drilling and underground work targeted depths of less than 150 meters below surface. This previous work can be reviewed in historic reports available on the Ontario government website, and includes an environmental base line study, bulk sampling, stockpiling of open pit and underground material and metallurgical test-work programs. Dynatec Mining Ltd. was contracted by Golden Shield in 1986 for underground and open pit operations.

In total, approximately \$10 million in exploration and underground development was completed at the Mirado property during the period from 1940-1987. As a result of the extensive amount of historical work completed during this period, the Mirado property is considered to be at the advanced stage of exploration. All of the surface and underground diamond drill-holes were previously surveyed by a professional land surveyor and this allowed Orefinders to relocate all of the historical surface and underground drill holes with the use of a differential GPS instrument.

Orefinders was the first company to take over 40,000 m of historical surface and underground diamond drill hole data, detailed surface and underground geological mapping and sampling data and build a 3D model of the deposit utilizing Gecom software (GEMS).

The 2013 and 2014 drilling programs have been very successful in returning numerous high-grade intervals at shallow depths in the Mirado south zone. At the Mirado north zone several narrower high-grade intervals were also intersected in shear hosted pyritic zones and is being evaluated for underground mining potential.

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Orefinders commissioned SRK Consulting (Canada) Inc. ("SRK") in July 2013 to complete a mineral resource estimate for the Mirado project which included existing historical stockpiles mined from the open pit on the South Zone. This portion of the mineral resource estimate was completed on gold bearing mineralization previously stockpiled by Golden Shield Resources Inc. ("Golden Shield") during the period from 1986-1987. On October 30, 2013, Orefinders reported that it had identified an inferred mineral resource of 20,742 tonnes of stockpiled material with an average grade of 4.41 grams per tonne gold (gpt Au) in three separate stockpiles (See SRK report at Orefinders at [www.sedar.ca](http://www.sedar.ca)).

During the first half of 2016 Orefinders undertook the planning, financing and permitting of the stockpile project and received final approval from government authorities on 30 August. During the fall the company contracted the collection and crushing of a total of 26,000 tonnes of material and shipped it to Iamgold's Doyon mill. On February 22, 2017 the Company announced having received 1,414 physical ounces from the mill translating to a mill head grade of 1.7 gpt Au. The Company received \$2,135,682 Cdn in revenue against royalty expenses of \$44,769 and all-in costs of production of \$1,965,929 Cdn to leave gross profit of \$124,984. The revenue was considered pre-production revenue and accordingly the revenue was credited against the exploration and evaluation asset and the related costs were charged to the exploration and evaluation asset.

Meanwhile, on December 7, 2016, Orefinders announced the commissioning of a new resource estimate and a preliminary economic analysis (PEA) for the South Zone at Mirado. This study incorporated all the results from Orefinders drilling as well as the most recent metallurgical work done on the deposit and the results of the processing of the stockpile. It also used the results of the environmental baseline work that was done for the permitting of the stockpile and actual transportation costs incurred for the mining of the stockpile. This study which was announced on January 8, 2018 and filed on March 1, identified 559,000 tonnes of Indicated Mineral Resource at an average grade of 2.61 gpt gold for 46,900 ounces and an additional Inferred Mineral Resource of 382,000 tonnes at an average grade of 2.66 gpt gold for 32,700 ounces, based on a cut-off grade of 1.0 gpt gold (See P&E report at Orefinders at [www.sedar.ca](http://www.sedar.ca)).

We provide the following caution regarding the above numbers:

1. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
2. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
3. The Mineral Resources in this press release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.
4. The rounded 1.0 g/t Au cut-off grade utilized in the Mineral Resource Estimate was derived from US\$1,300/oz Au, \$0.76 US\$ exchange rate, C\$3.55/tonne mineral mining cost, C\$25/tonne processing cost, C\$2/tonne G&A cost, C\$8.40/tonne haulage/crushing cost, 95% process recovery, 3% mining losses and 15% mining dilution.

This PEA's economics indicate an after-tax internal rate of return ("IRR") for the project of 158% and a pre-tax undiscounted Net Present Value ("NPV") of \$30.8 million and a \$20.5 million after-tax NPV at a 5% discount rate. Payback on capital is reported at 7 months. Average gold price used is US\$1,300 per ounce and an exchange rate of 1.00 USD=0.76 CAD. The initial preproduction expenditure is estimated at \$2.4 million to achieve first production from the open pit. The project life is three years, after approximately six months of open pit pre-stripping. The Life of Mine ("LOM") cash operating cost is US\$941 per ounce of gold, and the LOM all-in sustaining cost is US\$969 per ounce of gold.

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Pursuant to section 4.2(6) of Companion Policy 43-101CP, the Company is not basing a production decision on a feasibility study of mineral reserves demonstrating economic and technical viability. Thus, there is increased uncertainty as to whether or not the proposed operating margins and payback period will be met so as to generate free cash flow that would be available to further develop its Mirado and other projects.

Additional Areas of Interest at Mirado

Orefinder's view of the Mirado property is that it is highly prospective with regards to gold producing potential, significantly more so than has been shown in this PEA. The Mirado property as a whole is significantly under explored, and the following Zones were not contemplated in the updated Mineral Resource Estimate calculation and PEA.

Mirado North Zone – The Mirado North Zone (UTM NAD83, 587,480E/5,318,660N) is a high priority drill target that is situated in a very favourable geological environment where a sizable gold and polymetallic deposit can be developed. The Company intends to complete a new trenching program to better understand these zones and the controlling structures.

Mirado South Zone at Depth & MZ Zone - High value drill targets identified from recent trenching (2013-14) at MZ with trenches returning similar grades (21.8 gpt gold over 4.80 metres) to Mirado South High-grade zones as well as identical alteration assemblages. The pyritic 'halo' surrounding MZ high-grade zones (586,617E/5,318,370N) is similar in scale to Mirado suggesting similar hydrothermal conditions. The mineralization at the South Zone was investigated underground during the 80's and the mineralized system continues at depth beneath the projected open pit. Some of the mineralized intervals obtained in the deeper drilling indicate the presence of grades and widths that could eventually be mined from underground.

Gold Hill - 2015 grab sampling identified the vein system at surface, 100 m along strike, and returned up to 26.8 gpt gold (585,622E/5,316,287N). Historical underground sampling returned 77.1 gpt gold across a 47 cm vein along 42m of drift. Historical reports show that two high-grade gold veins were traced to the 1100' level (335 metres) and possibly converge at depth (see News Release 15 Oct. 2015). Veins are open at depth and along strike.

Bank – This new discovery on surface with narrow high-grade polymetallic vein traced for over 30 metres in length averaging 4.80 gpt gold up to 80 cm wide (587,161E/5,317,124N) (News Release 2 Nov. 2015). A major mineralized shear up to 6 metres across carries irregular high-grade mineralization. Grab and channel samples returned up to 20.9 gpt gold and 7.36 gpt gold respectively.

Charest Syenite – A mineralized syenite intrusion contains gold-rich quartz veins (585,065E/5,321,440N); grab samples returned 14.8 gpt, 10.6 gpt and 1.98 gpt gold during 2014 prospecting (News Release 2 Nov. 2015). Syenite intrusive bodies are well known in the Abitibi to host large gold deposits. A 24-metre vertical shaft exists on the syenite but no other details have been found of this work.

Orefinders completed a compilation of the entire property in late 2018, which included a 3D model of the Main Zone deposit. In early January 2019, the Company submitted an application with MNDM for Plans and Permits to obtain authorization to carry out exploration on the Mirado Property outside of the patent claims which are underlain by the PEA resource. Approval is expected shortly.

**The Knight Project**

On November 30, 2017, the Company entered into agreements for a series of three acquisitions of contiguous properties from two individual landholders and through the acquisition of Premet, a private company. All properties are located in the Shining Tree district, in the Province of Ontario. The Tyrenite Extension and Porphyry Lake properties were acquired from two individual landholders and consist of a 100% interest in 30 mining claims. These properties are subject to a 3% NSR with a right to buyback 2% of the NSR for \$2,000,000.

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The Knight Project owned by Premet at acquisition consisted of 37 mining claims (35 claims - 100% interest; 2 claims - 75% interest) and 14 mining leases. During the year, under a Plan of Arrangement (Note 21), the Company transferred the Mann property and MacMurchy property components of Knight (consisting of 19 mining claims) to PowerOre Inc. leaving the Company with 18 claims (16 claims – 100% interest; 2 claims-75% interest) at October 31, 2018. These properties are subject to various NSR ranging from 2% to 4% with rights to buyback 1% of the NSR for amounts ranging from \$500,000 to \$1,000,000.

The Knight project consists of seven properties all located in the Shining Tree District and including four former producing mines, namely the Minto Mine, Tyrenite Mine, Mann Mine, Corona Mine, along with the Duggan Zone, and the MacMurchy and Fawcett claims. The Mann and MacMurchy Properties were recently spun out into a new company called PowerOre. In a separate agreement the Porphyry Lake and the Tyrenite Extension claims were acquired.

The Minto Mine - The Minto Mine is a highly mineralized diatreme breccia pipe that starts on surface and extends to beyond 800 metres depth. In 1984 Mr. H.A. Pearson of Duncan Gold Resources, reported a “resource” of 204,000 tonnes (225,000 tons) at 6.9 g/t (0.2 oz/t) Au to a depth of 229 m (750 ft) (MNDM: MDI41P10NW00006). The gold mineralization was found to be related to a more or less circular breccia pipe and associated with auriferous quartz-carbonate veining containing disseminated pyrite. Gold mineralization appears to be related to pyrite and quartz vein structures trending along north-south and northeast-southwest foliation planes. The deposit was mined from a small pit where a 6,000-ton (5,400 tonne) bulk sample was excavated in 1987, which graded approximately (0.11 ounces gold per ton) 3.8 g/t Au. Refer to the cautionary note regarding historic mineral resource estimates at the end of this section.

The Tyrenite Mine – From 1939 to 1942 the Tyrenite mine produced 203,000 tonnes at a recovered grade of 5.04 gpt Gold. A historic resource of 472,000 tonnes @ 6.9 gpt gold was reported Duncan Gold Resources Inc. in 1984 (MNDM: MDI41P11NE00013). In 1987, Mill City Gold Inc. conducted a tailing reprocessing test on selected portions of the 181,400 tonnes (220,000 tons) of tailings grading 1.2 gpt gold (0.034 oz per ton). The Tyrenite Au bearing pyritic shear zone trends north–south, dips 73° west, and is comprised of at least 3 lenses consisting of both lode/vein systems several metres in width and wide zones of erratic and disseminated Au with patchy high-grade pods. Mineralization has been confirmed over a 1.2 km north-south extension and down to a depth of 470 m (Creso News Release, April 21, 2011). The Tyrenite Mine has substantial mining infrastructure on site including a mine shaft rehabilitated in the 1990's, a headframe, skip and hoist, a core shack with core storage, and 6 on-site buildings. Refer to the cautionary note regarding historic mineral resource estimates at the end of this section.

Tyrenite Extension - The historic Tyrenite Mine property abuts a two-claim property to the north that was held under different ownership but these two claims called the Tyrenite Extension were acquired as part of the Poprophy Lake acquisition agreement. The Tyrenite mineralized fault structure is known to extend onto these claims but the structure has only been drill-tested to down to 100 metres depth. Only a few holes were drilled but returned up to 6.23 gpt Gold over 1.83 metres, in hole 1316-40 and 3.53 gpt Gold over 3.66 metres, in hole 1316-41 (MNDM AFRI: 41P11NE0011).

The Duggan Zone – This mineralized zone has a historic mineral resource of 1.01 million tonnes at 2.40 gpt Gold (MNDM: MDI41P11NE00023) occurring in syenodiorite in the north and in ultramafic komatiite in the south. Gold mineralization occurs along the north-northeast structure in two altered rock types. South of 5279600m N, 498000m E (UTM NAD 83) gold generally occurs in altered ultramafic rocks within shear zones up to several metres wide. North of this coordinate, gold occurs in altered syenodiorite in zones averaging 1.0 gpt Au over approximately 100m wide containing narrow high-grade gold (commonly with visible gold) quartz sulphide zones. This alteration zone is associated with a magnetic low, bordering a magnetic high (and continues north, suggesting significant additional and untested mineral potential. An airborne radiometric survey potassium response also outlines this potential trend. Some of the best intersections obtained from drilling include 1.52 gpt Gold over 75.5 metres in drill hole D3-07 (Creso Exploration news release June 8, 2011), 2.20 gpt Gold over 34.50 metres including 40.0 gpt Gold over 1.0 metre in drill hole CD13-03 (Creso Exploration news release February 14, 2013) and 1.5 gpt Gold over 80.9 metres, using metallic screen assay method, from CD13-03 (Creso

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Exploration news release March 13, 2013). There is a portal on the property that was excavated in the 1980's with a short section of ramp that was initiated to access the Duggan Zone at a depth of 150 feet (46 m). Refer to the cautionary note regarding historic mineral resource estimates at the end of this section.

Corona Mine - Production 22,000 tonnes @ 3.77 gpt Au (1939; MNDM : MDI41P11NE0002). The property is underlain by at least three major mineralized quartz veins, the Pet Vein, the Cochrane Vein and the Corona Vein. According to a report by J.G. Hinse in 1942 (MNDM AFRI:41P11SE0042) Hole No. 9 intersected 9 feet 2 inches (2.80 m) of 0.78 oz of gold per ton (26.7 gpt Au) on the Pet Vein [with one inch of core containing much visible gold not being assayed.] On this same vein a bulk sample taken in November 1981 and sampled through a test mill located on site returned an average of 0.80 ounces of gold per ton (27.4 gpt Au) with assays varying from 0.30 to 3.93 ounces of gold per ton (10.3 to 134.7 gpt Au) from samples taken from every 500 pounds (227 kg).

Porphyry Lake Property – The Porphyry Lake claims are an independent acquisition from the Premet Acquisition that was announced in the same news release dated November 30, 2017. This property is adjacent and contiguous to the Minto, Tyrenite and Duggan claims and is constituted of 28 claims covering 612 hectares. The property is underlain by the same stratigraphy as Minto and Tyrenite including abundant porphyry intrusive rocks that are extensively altered and mineralized with wide drill intersections as high as 1.57 gpt Gold over 25.5 metres (in hole PL-3; Report by J.S. Walker, July 1998). A separate high-grade intersection in PL-3 returned 36.1 gpt Gold over 1.5 metres.

In September 2018, the Company completed a compilation of all historical exploration work on the Minto, Tyrenite, Duggan and Porphyry Lake claims, including 3D models of each mineralized zone. This work is important to properly prioritize the work required to advance the project. In early January 2019, Orefinders applied for Plans and Permits to conduct exploration on Tyrenite, Duggan and Porphyry Lake; Minto being covered by patents, no permits are required. The permits were issued on February 18, 2019 and are valid for a period of 3 years.

**McGarry Project**

In August 2018, Orefinders closed an agreement to acquire to the McGarry Mine, a former producer, and the Barber-Larder projects in return for the issuance of 8,000,000 shares of Orefinders at closing. The project consists of 46 Patented Mining Claims and 5 Mining Occupation licenses. They comprise an area of 681.4 hectares and are located along a 2.4 km strike length of the Cadi llac-Larder Lake fault abutting the Kerr Addison Mine on the east and Bonterra Resources' Cheminis and Bear Lake projects on the west. Closing is subject to various approvals including the TSX Venture Exchange. The McGarry Property hosts a NI43-101 indicated resource of 123,000 oz at an average grade of 7.7g/t gold (uncut or 112,000 ounces with grades top-cut to 51.4 gpt), and an additional inferred resource of 30,000 oz. at an average grade of 5.3 g/t (uncut or 29,000 ounces with grades top-cut to 51.4 gpt) as per McGarry resource estimate from 2009. McGarry also has a NI 43-101 Preliminary Economic Assessment, published in 2011, which is based off McGarry's 2009 resource estimate.

McGarry is located east of and immediately adjacent to the Kerr-Addison Mine, which was one of Canada largest gold mines producing over 12,000,000 ounces gold over a 58-year period ending in 1996 (see MNDM OFR5831). Adjacent to the west of McGarry is Bonterra Resources' Cheminis Mine and Bear Lake deposits which host a historic estimate (2011, P+E Mining) of 3,750,000 tonnes at 5.7 g/t (683,000 oz) (inferred) and the Cheminis Deposit contains a historic estimate (2011, P+E Mining) of indicated of 335,000 tonnes at 4.1 g/t (43,800 oz) and inferred of 1,391,000 tonnes at 5.2 g/t (233,400 oz). Bonterra's Technical Reports are available at [www.sedar.ca](http://www.sedar.ca).

The McGarry Project contains a historic mineral resource estimate. Python Mining Consultants Inc. was commissioned by Armistice Resources Corp (now Kerr Mines) to prepare a mineral resource estimate as reported in a technical report titled "Technical Report and Mineral Resource Estimate McGarry Project, McGarry Township (Virginiatown), Ontario". This report was published on 8 April 2009 and was amended on 30 September 2011. Orefinders considers the historical estimate to be relevant and reliable given that it was prepared under NI 43-101 standards. However, Orefinders considers this resource estimate to be historical as it has not independently verified it, and therefore it cannot be relied upon as a current mineral resource for Orefinders. A

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qualified person of Orefinders has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves and as such, Orefinders is not treating the historical estimate as current mineral resource.

On site infrastructure includes a head frame, shaft compartments, hoist, offices, and fully functional core shack all refurbished over the last ten years. McGarry is easily accessible with the Trans-Canada Highway running directly through the property.

As recently as 2013, the McGarry Mine was in production from significant underground workings and was undergoing underground exploration. Kerr/Armistice spent considerable capital upgrading the McGarry's infrastructure including the shaft, hoist and onsite facilities necessary to extract ore from underground.

Additionally, extensive underground exploration yielded outstanding grades over very long lengths, including:

325 N Zone - 2280 sublevel

- 8.2 g/t gold over 98m length and 1.5m width, Stope #1 (E & W)
- 4.6 g/t gold over 26m length and 1.3m width, Stope #1.5 (E & W)
- 7.6 g/t gold over 79.2m length and 1.4m width, Stope #2 (E & W)

325 N Zone - 2330 sublevel

- 11.1 g/t gold over 24m length and 1.7m width, Stope #1 (E)
- 6.1 g/t gold over 7.6m length and 1.2m width, Stope #2 (E)
- 4.3 g/t gold over 7.6m length and 1.8m width, Stope #2 (W)

440 N Zone - 2250 level

- 6.2 g/t gold over 18m length and 1.6m width.

The above exploration results and grades include 35% dilution and are reported from Kerr Mines news release April 22, 2013 which is available on [www.sedar.ca](http://www.sedar.ca).

Other Mineralized Zones on McGarry

Barber-Larder Extensions - The Barber-Larder deposit was mined as a small open-pit by Golden Shield Resources between November 1987 and July 1988. Production bottomed out at approximately 46 metres. However, the deposit continues below at similar grades (see MNM, AFRI 32D04SE0006). Moreover, beyond the top 120 metres vertical the deposit has not been much explored and there are indications of significant gold mineralization down to at least 600 metres vertical where a hole intersected a narrow 30 cm core length interval at 11.7 gpt gold. To the west of the Barber-Larder deposit, previous exploration identified a number of targets that merit follow-up. Approximately 150 metres grid-west of the shaft a hole intersected 1.8 metres grading 3.4 gpt gold. 30 metres grid-east of this, another hole intersected 3.9 gpt gold over 3.5 metres.

Approximately 25 metres east of the open pit a hole intersected a 7.9 metre interval grading 7.5 gpt gold and although there is only 330 metres between the eastern end of the old workings in the Barber-Larder mine (120 metres) and the western end of the 2,250-foot level in the McGarry Mine the vertical distance is over 550 metres. Within this envelope there is ample room for exploration.

Peninsula Zone - The Peninsula Zone is located immediately west of the Barber-Larder Mine along the same package of deformed and altered rocks. A hole drilled near the peninsular island returned 3.4 gpt gold over a core interval of 6.1 metres at a vertical depth of 85 metres (see MNM AFRI 32D04SE0006).

Mill Zone and Western Zone - The Mill and Western Zones are located in a northeast striking ultramafic unit that has been completely altered to carbonate. The Mill Zone is located at the southern end of the 750m long ultramafic unit and is cut off by an east-northeast trending fault. Drilling on this zone intersected up to 36.7 gpt gold over 2.1 metres. The Western Zone is located near the northeastern end of the same altered ultramafic unit. The zone was trenched over 75 metres in length and indicated the presence of a small mineralized shoot approximately 15 metres long and 1.7 metres wide and assaying an average of 3.9 gpt gold (see MNM AFRI

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32D04SE0402).

Dyke Zone - The Dyke Zone is located in the southeastern corner of the McGarry Property and is hosted by an altered diorite or gabbro. The NE trending dike is fractured in places and contains quartz and calcite stringers with pyrite. The zone extends for over 300 metres and was sampled over about 100 m giving an average of 7.25 gpt gold over about 1.0 metres in width (see MNDM AFRI 32D04SE0402).

Lamprophyre Zone - The Lamprophyre Zone is located on the southeastern corner of the Property and is hosted by mafic volcanics of the Temiskaming Assemblage. The mineralized zone consists of a NE trending shear at the contact of a lamprophyre dike. Values up to 3.9 gpt gold are reported over 0.9 metres (MNDM, ARV050).

Arjon Zone - The Arjon Shear Zone is located in the northeast corner of the McGarry Property and extends to the northeast onto the adjacent Kerr Property. There are a few drill holes marked on a 1941 map (MNDM ARV50, MDC03) and mapping indicates the presence of sheared ultramafic rocks transformed to green carbonate. The map also shows some NE trending quartz veins several tens of metres long but no assays. None of these drill holes were compiled by later explorers, were never submitted for assessment work, and as such are of uncertain origin. The Arjon Shear is oriented NE and cuts the Blake River mafic volcanics, some altered Ultramafic Units, and the syenite porphyry. Only low-grade gold values (up to 2.8 gpt Au) were found on the occurrence as there was generally no interest in the past for bulk-minable targets little work was done after the 1930's. On the adjacent Kerr property there is a description of a "Northern" crosscut that was driven on the 2,500-foot level across the Temiskaming sediments into some mafic volcanics which are presumably the Blake River Assemblage. This reference describes a 400-foot (122 metres) section of drifting in altered and sheared volcanics that assayed a minimum of 200 ppb over the whole interval with some higher-grade sections within. This target needs to be followed-up for its potential for intrusion-hosted bulk-minable gold mineralization.

In late 2018, Orefinders completed a compilation of historical exploration work on the McGarry Property, including a 3D model of the McGarry and Barber-Larder mineralized zones located on the Cadillac-Larder Lake deformation zone (CLLDZ). The areas north and south of the CLLDZ were the subject of a detailed airphoto interpretation to identify lineaments that could represent potentially mineralized second or third order structures emanating from the CLLDZ. Field work is planned for 2019 to follow up on the lineament study with mapping and sampling.

All the licenses on the McGarry Property are patent claims and as such there is no requirement for Plan and Permits although the Company maintains an active consultative process with First Nations Communities that would be impacted by an eventual mining operation on the property.

**Cautionary Note Concerning the Various Historical Resources on Orefinders Properties**

There are no current Mineral Resource or Mineral Reserve estimates prepared for the mineralized zones on any of Orefinders' properties except the Mirado Property. There have been a number of historic estimates prepared over the years. However, Orefinders cautions that a Qualified Person has not done sufficient work to classify the historic estimates as current mineral resources or mineral reserves; Orefinders is not treating the historic estimates as relevant or as current mineral resources or mineral reserves and the historic estimates should not be relied upon. Note that all of these estimates were made prior to the adoption and publication of the CIM Standards of Disclosures for Mineral Resources and Mineral Reserves or of the CIM Best Practices Guidelines. The assumptions, parameters and methods used to prepare the historic estimates are not available and they therefore may not be comparable to the categories as defined by the CIM Definition Standards for Mineral Resource or Mineral Reserve estimates as adopted by the CIM council in 2010. There have been no recent estimates nor is there any new data available that would allow the reporting of current Mineral Resource or Mineral Reserve estimates. Given the inability to verify any of the past data prior to Creso Exploration's work, the historic data should be used to with caution. At best Orefinders considers these results as indications of the presence of mineralization on the property and we will use the information to guide future exploration but the reader is cautioned not to rely on these estimates.

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**Sale of Derlak Project, Red Lake, Ontario**

The Derlak project is located in Red Lake, Ontario and consisted of 11 contiguous patented claims that were owned 100% by the Company. They are subject to a 3% NSR payable to the vendor of which 1% can be purchased by the Company for \$1,000,000.

On March 6, 2017, the Company entered into a definitive agreement with Pure Gold Mining Inc. (TSX.V: PGM) to sell the Company's Derlak Project in Red Lake, Ontario. In return for a \$1.3 million value, Orefinders has agreed to transfer its 100% interest in the Derlak Project which consists of 11 contiguous patented claims. The \$1.3 million in total consideration to the Company was comprised of \$500,000 in cash and \$800,000 worth of Pure Gold Mining Inc. shares (1,290,322 shares valued at \$0.62 per share based on the quoted market price of the shares on the date the agreement was signed). On March 10, 2017, the sale was completed and the consideration was received by the Company. As a result of the sale, the Company recorded a \$946,519 loss on sale of exploration and evaluation assets in the year ended October 31, 2017.

**Acquisition of Premet**

On November 13, 2017, the Company entered into agreement to acquire all of the outstanding common shares and warrants of Premet a private company incorporated in Ontario. All Premet exploration and evaluation properties are located in Abitibi's Shining Tree district of Ontario. The project is known as the Knight Project. All of the patented leases and mining claims comprising these acquisitions are 100% owned by the Company. To acquire 100% of the issued and outstanding Premet shares and warrants, the Company issued 22,753,246 common shares and 3,412,987 warrants. The common shares were valued at \$1,706,493 using the quoted market price on the date of the agreement and the warrant value was estimated using the Black Scholes option pricing model at \$201,819 for total purchase consideration of \$1,908,312. The following assumptions were used in the Black-Scholes option pricing model calculations for 2,828,572 warrants with an exercise price of \$0.023: expected dividend yield rate of 0%, expected volatility of 121%, risk free interest rate of 1.77% and an expected life of 2 years. The following assumptions were used in the Black-Scholes option pricing model calculations for 584,415 warrants with an exercise price of \$0.0513: expected dividend yield rate of 0%, expected volatility of 121%, risk free interest rate of 1.77% and an expected life of 2 years

All properties which the Company acquired are subject to existing and various legacy royalties. A director of the Company owned 5.6% of the outstanding common shares of Premet as at November 13, 2017. On January 5, 2018, the Company received final approval from the TSX Venture Exchange.

The transaction did not meet the criteria of a business combination since Premet lacks the necessary inputs, process, and outputs of being a business; therefore, it has been accounted for as an acquisition of assets by the Company. The purchase consideration was allocated to the assets acquired based on their fair values at the date of the acquisition net of any associated liabilities. The fair values acquired are as follows: Cash \$224,627; GST Receivable \$4,989; Knight Project Exploration and Evaluation asset \$1,719,350; Accounts Payable \$40,664. The main asset acquired was the 100% mineral property interest in the Knight Project.

On May 30, 2018, Orefinders amalgamated with Premet and continued under the name Orefinders Resources Inc

**Plan of Arrangement**

On April 19, 2018, the Company executed a formal arrangement agreement related to the proposed spin-out of PowerOre (the "Arrangement"), whereby: 1) the Company transferred its Mann property and MacMurphy property to PowerOre (a wholly-owned subsidiary of the Company) in consideration for PowerOre issuing 11,000,000 common shares to the Company (the "Consideration Shares"); and 2) Pursuant to the Arrangement under the Business Corporations Act (British Columbia) involving the Company, its shareholders, and PowerOre, each existing shareholder of the Company exchanged their shares of the Company for: (a) one new common share of the Company for each one existing share of the Company held; and (b) such shareholder's pro rata portion of 5,500,000 of the Consideration Shares (being approximately one common share of PowerOre for every 17 shares

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of the Company held on the effective date of the Arrangement). After completion of the Arrangement, the Company continued to hold 5,500,000 of the Consideration Shares, representing approximately 18% of the issued and outstanding shares of PowerOre. The Arrangement was approved by shareholders at a special meeting on May 24, 2018 and received formal approval of the Supreme Court of British Columbia on May 30, 2018. Furthermore, PowerOre began trading on the TSX Venture Exchange on June 5, 2018.

As a result of the transfer of the Mann property and MacMurchy property to PowerOre, the Company recorded a loss on sale of exploration and evaluation asset of \$16,716. As a result of the distribution of PowerOre shares, the Company recorded a dividend in kind in the amount of \$223,142. In connection with the Arrangement, the Company recorded net reorganization expenses in the amount of \$69,343 (2017 - \$Nil) in the consolidated statement of loss for the year ended October 31, 2018. As part of the Arrangement, it was agreed with PowerOre that upon the exercise of the Company's warrants that were outstanding before the closing of the Arrangement, the Company would provide 5.5% of the proceeds received upon exercise to PowerOre. PowerOre would then issue 0.06 PowerOre shares for each warrant exercised to the warrant holder.

**Results of Operations – Financial Operations**

**Years ended October 31, 2018 compared to October 31, 2017**

**Expenses**

Expenses consisted of: Consulting and management fees of \$390,516 (2017: \$164,600), Professional fees of \$127,403 (2017: \$53,150), Reorganization costs of \$69,343 (2017: \$Nil), Office, rent and general of \$62,620 (2017: \$52,512), Share-based payments of \$544,958 (2017: \$22,659), Transfer agent, filing fees and shareholder communications of \$259,417 (2017: \$25,150), Travel and related costs of \$49,744 (2017: \$26,931), Amortization of equipment of \$4,643 (2017: \$195), Amortization of debt financing costs of \$Nil (2017: \$157,872), Gain on sale of marketable securities of \$15,506 (2017: \$Nil), Gain on change in fair value through profit and loss of marketable securities of \$167,742 (2017 Loss: \$167,742), Accretion on asset retirement obligation of \$Nil (2017: \$14,801), Loss on sale of exploration and evaluation asset – Derlak of \$Nil (2017: \$946,519), Loss on sale of exploration and evaluation assets – Mann and MacMurchy of \$16,716 (2017: \$Nil), Gain on sale of subsidiary of \$103,713 (2017: \$Nil), Equity loss from investment in associate of \$87,248 (2017: \$Nil) and Deferred income tax recovery flow-through share premium renunciation of \$30,000 (2017: \$Nil).

Consulting and management fees increased to \$390,516 in 2018 from \$164,600 in 2017 as a result of increased management fees and financial consulting fees incurred in connection with greater acquisition activity and efforts in the year. Professional fees increased to \$127,403 in 2017 from \$53,150 as a result of greater activity in the year. Reorganization costs increased to \$69,343 from \$Nil in 2017 as a result of costs incurred with regards to the PowerOre reorganization/spinoff. Office, rent and general of \$62,620 was reasonably in line with the 2017 amount of \$52,512. Transfer agent, filing and shareholder communications expense increased to \$259,417 in 2018 from \$25,150 in 2017 primarily as a result significant investor relations programs and expenditures incurred during the year. Amortization of debt financing costs decreased to \$Nil in 2018 from \$157,872 as a result of the related debt being repaid in fiscal 2017. Gain on sale of marketable securities was \$15,506 in 2018 compared to \$Nil in 2017 as a result of marketable security sales in 2018 but none in 2017. Gain on change in fair value through profit and loss of marketable securities in the amount of \$167,742 (2017: Loss \$167,742) relates to marketable securities which were received as partial proceeds from the Derlak property sale in March 2017. The loss on sale of exploration and evaluation asset – Derlak was \$946,519 in 2017 as a result of the March 2017 sale. The loss on sale of exploration assets in 2018 in the amount of \$16,716 related to the sale of the Mann/McMurchy properties to PowerOre in June 2018. The share-based payments expense amounted to \$544,958 as a result of 4,550,000 stock options granted in 2018 compared \$22,659 when 400,000 options were granted in 2017. The gain on sale of subsidiary relates to the loss of control of PowerOre and was \$103,713 in the year ended October 31, 2018. The equity loss from investment in associate relates to PowerOre and was \$87,248 in 2018.

For the year ended October 31, 2018, the Company posted a comprehensive loss of \$1,295,647 (2017: \$1,632,131).

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**Exploration and Evaluation Expenditures**

During 2018, the Company incurred exploration and evaluation expenses in the amount of \$228,224 (2017: \$150,418 and it consisted of \$146,893 (2017: \$125,266) in geological consulting, \$81,331 (2017: \$Nil) in preliminary economic assessment work, and \$Nil (2017: \$25,152) in assay analysis work.

**Summary of Quarterly Results**

	<b>Q4-2018</b>	<b>Q3-2018</b>	<b>Q2-2018</b>	<b>Q1-2018</b>
	October 31, 2018	July 31, 2018	April 30, 2018	January 31, 2018
<b>Income (Loss) and comprehensive loss</b>	\$(405,271)	\$6,134	\$(278,811)	\$(617,699)
<b>Income (Loss) per share</b>	(0.00)	(0.00)	(0.00)	(0.01)
<b>Total assets</b>	9,714,171	9,149,703	10,046,738	9,513,987
<b>Long-term liabilities</b>	-	-	-	-
<b>Shareholders' equity</b>	\$9,084,974	\$8,960,245	\$9,002,095	\$9,280,906
	<b>Q4-2017</b>	<b>Q3-2017</b>	<b>Q2-2017</b>	<b>Q1-2017</b>
	October 31, 2017	July 31, 2017	April 30, 2017	January 31, 2017
<b>Income (Loss) and comprehensive loss</b>	\$(178,217)	\$(164,176)	\$(1,172,578)	\$(117,160)
<b>Income (Loss) per share</b>	(0.01)	(0.00)	(0.02)	(0.00)
<b>Total assets</b>	7,124,543	7,449,539	7,519,079	9,830,142
<b>Long-term liabilities</b>	-	-	-	-
<b>Shareholders' equity</b>	\$6,782,823	\$7,227,541	\$7,227,541	\$8,275,135

**Selected Annual Financial Information**

<b>Annual/Period Information</b>	<b>Year Ended October 31, 2018</b>	<b>Year Ended October 31, 2017</b>	<b>Year Ended October 31, 2016</b>
Cash and short-term investments	\$ 492,260	\$ 331,528	\$ 321,835
Total Assets	\$9,714,171	7,124,543	9,516,441
Shareholders' Equity	\$9,084,974	\$ 6,782,823	\$ 8,392,295
<b>Statement of Operations, Comprehensive Loss and Deficit Data</b>			
Total Revenue	\$ -0-	\$ -0-	\$ -0-
Total Expenses	1,325,647	1,632,131	499,069
Loss for the year	\$ 1,295,647	\$ 1,632,131	\$ 499,069

**Liquidity and Solvency**

As at October 31, 2018, the Company had current assets of \$1,098,851 (2017: \$1,077,678), total assets of \$9,714,171 (2017: \$7,142,543) and total liabilities of \$629,197 (2017: \$341,720). The Company has no long-term debt. There are no known trends in the Company's liquidity or capital resources.

As at October 31, 2018, the principal assets of the Company are its mineral exploration properties, amounting to \$8,439,254 (2017: \$6,045,762).

Cash increased by \$160,732 during the year ended October 31, 2018 (2017: \$9,693). Cash used in operating activities amounted of \$897,457 (2017: \$271,985). Cash provided by investing activities totalled \$660,359 (2017:

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\$731,678). Cash provided by investing activities in 2018 was comprised of proceeds on sale of marketable securities of \$815,506 (2017: \$Nil), cash acquired on the acquisition of Premet in the amount of \$224,627 (2017: \$Nil), proceeds from the sale of exploration and evaluation asset – Derlak of \$Nil (2017: \$500,000), and proceeds from the sale of gold ore of \$Nil (2017: \$2,135,682). This was offset by cash used in the purchase of exploration and evaluation assets in the amount of \$379,774 (2017: \$1,841,462), purchases of property, plant and equipment of \$Nil (2017: \$1,298) and royalty expenses incurred on the sale of gold ore of \$Nil (2017: \$44,769). Cash provided by financing activities totalled \$397,830 in 2018 (2017: \$1,640,913). This was comprised of cash provided from the issuance of common shares on private placements in the amount of \$348,170 (2017: \$Nil), cash provided by the exercise of warrants in the amount of \$150,000 (2017: \$Nil) and advances from an associate in the amount of \$10,160 (2017: \$Nil). This was offset by cash used for share issue costs in the amount of \$10,500 (2017: \$Nil), cash used to repay the financing fee in the amount of \$100,000 (2017: \$Nil) and cash used to repay the loan payable of \$Nil (2017: \$450,000).

Cash flow to date has not satisfied the Company's operational requirements. The development of the Company may in the future depend on the Company's ability to obtain additional financings. In the past, the Company has relied on the sale of equity securities to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company's ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurances that the Company will be successful in obtaining any such financing or in joint venturing its property.

As at October 31, 2018, the Company had working capital of \$469,654 (2017: \$735,958) and an accumulated deficit of \$10,763,146 (2017: \$9,244,357). Orefinders has no proven history of performance, earnings or success. However, management believes that the Company has sufficient working capital to continue operating over the next 12 months.

**Risk, Uncertainties and Outlook**

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Other risks facing the Company include competition for mineral properties, environmental and insurance risks, fluctuations in metal prices, fluctuations in exchange rates, share price volatility and uncertainty of additional financing.

**Going Concern**

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown as exploration and evaluation assets is dependent upon future profitable production or proceeds from the disposition of properties.

The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, social licensing requirements, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

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The Company has raised funds throughout the current fiscal year and has utilized these funds for its exploration programs and working capital requirements. The ability of Orefinders to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Orefinders may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

**Related Party Transactions**

***Key management personnel compensation***

Key management includes directors, president, CEO and executive chairman. The remuneration of the key management of the Company during the year ended October 31, 2018 consisted of management and consulting fees of \$327,050 (2017 – \$157,600), geological consulting fees capitalized to exploration and evaluation assets of \$80,815 (2017 - \$48,200) and share based payments valued at \$434,186 (2017 - \$22,659).

Unless disclosed elsewhere, related party transactions for the years ended October 31, 2018 and 2017 include:

	2018	2017
Management and consulting fees	\$ 327,050	\$ 157,600
Geological consulting fees capitalized	80,815	48,200
	<u>\$ 407,865</u>	<u>\$ 205,800</u>

As at October 31, 2018, the Company had a payable to PowerOre in the amount of \$10,160 (2017 - \$Nil). The amount is unsecured, non-interest bearing with no fixed terms of repayment. Prepaid expenses include \$11,300 (2017 - \$Nil) for management fees paid in advance and accounts payable includes \$1,200 (2017 - \$Nil) payable to an officer for expenses at October 31, 2018.

**Financial risk management**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held in bank accounts and short-term investment. Cash is held with major banks in Canada. Restricted cash is on deposit with an Ontario government agency. Management assesses credit risk of cash as remote.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

***Market risk***

Market risk incorporates a range of risks. Movements in risk factors, such as interest rate risk, currency risk, market price risk, and commodity price risk, affect the fair value of financial assets and liabilities.

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*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debt. The Company's current policy is to deposit excess cash in non-interest-bearing accounts at its Canadian banking institutions.

*Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency is the Canadian dollar as the majority of its transactions and operations are in Canada. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

*Market price risk*

The prices of metals and minerals fluctuate widely and are affected by many factors outside of the Company's control. The prices of metals and minerals and future expectation of such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. This in turn may impact the Company's ability to raise equity financing for its long-term working capital requirements.

The Company is also exposed to market risk relating to its investment in marketable securities and unfavourable market conditions could result in dispositions of marketable securities at less than favourable prices. The Company's marketable securities are comprised of an investment in one publicly traded corporation

*Commodity price risk*

The value of the Company's exploration and evaluation assets are related to the price of gold and other mineral commodities, and the outlook for this mineral. Adverse changes in the price of gold can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

**Capital Management**

The Company's capital structure is adjusted based on managements' and the Board of Directors' decision to fund expenditures with the issuance of debt or equity such that it may complete the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business. The capital of the Company consists of share capital, share-based payment reserve and deficit.

The Company's mineral properties are in the exploration stage and, as a result, the Company does not currently generate cash flow from operations. In February 2017, the Company generated pre-production revenue from the production of the Mirado stockpiles but there is no guarantee that any future production will be profitable. The Company intends to raise such funds as and when required to complete its exploration and production projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms.

The only other sources of future funds presently available to Orefinders are through the exercise of outstanding stock options and warrants and the sale of equity capital of the Company, the issuance of loans and/or debentures or the sale of an interest in any of its mineral properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. In March 2017, the Company completed the sale of its Derlak property for \$1.3 million.

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There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the years ended October 31, 2018 and 2017. The Company is not subject to externally imposed capital restrictions.

**Corporate Governance Matters**

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

**Policies Adopted during the year and Future Policies**

During the year ended October 31, 2018, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards. These included IAS 7. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

At the date of authorization of these financial statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

(i)IFRS 9, *Financial Instruments* ("IFRS 9"), addresses the classification, measurement and recognition of financial assets and financial liabilities. It replaces the guidance in IAS 39, *Financial Instruments: Recognition and Measurement* that relate to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive earnings and FVTPL. The basis of classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change for liabilities is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive loss rather than in net loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

(ii)IFRS 16 - *Leases* ("IFRS 16") was issued by the IASB on January 13, 2016, and will replace IAS 17, *Leases*. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019.

(iii)IAS 1 – *Presentation of Financial Statements* ("IAS 1") and IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors* ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

(iv)IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15") proposes to replace IAS 18 - *Revenue*, IAS 11 - *Construction contracts*, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the

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amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

(v)IFRS 3 – Business Combinations (“IFRS 3”) was amended in October 2018 to clarify the definition of a business. This amended definition states that a business must include inputs and a process and clarified that the process must be substantive and the inputs and process must together significantly contribute to operating outputs. In addition it narrows the definitions of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs and added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

(vi)IFRS 3 – Business Combinations (“IFRS 3”) and IFRS 11 – Joint Arrangements (“IFRS 11”) were amended in December 2017. IFRS 3 was amended to clarify that when a party to a joint arrangement obtains control of a business that is a joint operation, it re-measures previously held interests in that business. IFRS 11 was amended to clarify that when a party that participates in, but does not have joint control of, a joint operation obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

(vii)IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

**Environmental Risks and Hazards**

All phases of Orefinder’s mineral exploration operations are subject to environmental regulations pertaining to the provinces of Ontario and also Canada. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Orefinders operations. Environmental hazards may exist on the properties on which Orefinders holds interests, which are unknown to Orefinders at present and which may have been caused by previous or existing owners or operators of the properties. Orefinders may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently and may in the future be required in connection with Orefinders’ operations. To the extent such approvals are required and not obtained, Orefinders may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities which may cause operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The future costs of retiring mining assets include dismantling, remediation, ongoing treatment and monitoring of the site. These are reconciled and recorded as a liability at fair value. The liability is accreted, over time, through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset’s carrying value and amortized over the asset’s useful life. The Company currently has an asset retirement obligation in relation to the retirement of its assets.

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Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Orefinders and cause increases in exploration expenses, capital expenditures and production costs. They may also cause a reduction in levels of production at producing properties or they may require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the environment, Orefinders may become subject to liability for hazards against which it cannot be insured.

The Company is subject to all environmental acts and regulations at the federal and provincial levels.

These include, but are not limited to, the following:

**Federal Level (Canada)**

Canadian Environmental Protection Act  
Fisheries Act

Navigable Waters Protection Act and  
Regulations

**Provincial Level (Ontario)**

Ontario Environmental Protection Act  
Ontario Mining Act

To the Company's knowledge, there are no liabilities to date which relate to environment risks or hazards.

**Financings**

**Flow Through Private Placement completed for \$150,000 and Hard Dollar Private Placement completed for \$198,170 – December 29, 2017**

On December 29, 2017, the Company received a subscription for a non-brokered flow-through private placement of 1,500,000 units at a price of \$0.10 per unit, to raise proceeds of \$150,000. Each unit consists of one common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at \$0.12 per share, until December 29, 2019. Additionally, the Company received subscriptions for a non-brokered hard dollar private placement of 2,477,125 units at a price of \$0.08 per unit, to raise proceeds of \$198,170. Each unit consists of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share, at \$0.12 per share, until December 29, 2019. Total aggregate private placement proceeds are \$348,170. In connection with the flow-through private placement, the Company paid a finder's fee of \$10,500 and issued a finder's warrant entitling the finder to acquire 105,000 shares at \$0.12 per share until December 29, 2019. The proceeds from the private placement will be used for working capital purposes and for the advancement of the Mirado and Knight Projects. All shares, warrants and any shares issued upon exercise of the warrants comprising the units are subject to a hold period until April 28, 2018, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

Pursuant to the terms of the flow-through share agreement entered into on December 29, 2017, the Company was committed to incurring Canadian Exploration Expenditures of \$150,000 by December 31, 2018. The Company met this commitment at October 31, 2018.

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**Equity Securities Issued and Outstanding**

As at February 25, 2019:

99,943,659 common shares issued and outstanding  
7,996,000 incentive stock options outstanding  
5,506,550 warrants outstanding

**Off Balance Sheet Arrangements**

The Company has no Off-Balance Sheet arrangements.

**Evaluation of Disclosure Controls and Procedures**

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at October 31, 2018 and have concluded that these controls and procedures are effective.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109.

In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of: (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports

**Investor Relations**

The Company maintains a website at [www.orefinders.ca](http://www.orefinders.ca) which serves as an additional source of information for its investors.

**Cautionary Note Regarding Forward-Looking Statements**

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results

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or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its properties;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Financial Statements and Notes to the Financial Statements as at October 31, 2018; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.